

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re:

Chapter 11

RESIDENTIAL CAPITAL, LLC, et al.,

Case No. 12-12020 (MG)

Debtors.

(Jointly Administered)
----- X

**AFFIDAVIT REGARDING DISSEMINATION OF NOTICES
AND INFORMATION TO RMBS TRUST CERTIFICATEHOLDERS**

STATE OF NEW YORK)
) ss.:
COUNTY OF NASSAU)

JOSE C. FRAGA, being duly sworn, deposes and says:

1. I am employed by The Garden City Group, Inc. ("**GCG**") and my current title is Senior Director. Unless otherwise indicated, I have personal knowledge of the facts set forth herein, except as to certain matters that I believe to be true based on my review of business records of GCG.

2. I have been employed by GCG as Senior Director since 2004. My responsibilities as Senior Director include the dissemination of notices in securities settlements.

3. This Affidavit is submitted in support of the confirmation of the proposed *Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors*, dated August 23, 2013 [ECF No. 4811] (as the same may be amended, modified and/or supplemented, including all exhibits or supplements thereto, the "**Plan**").

4. In August 2012, GCG was retained by The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A. (together, "**BNY Mellon**"); Deutsche Bank

National Trust Company and Deutsche Bank Trust Company Americas (together, “Deutsche Bank”); U.S. Bank National Association (“U.S. Bank”); and Wells Fargo Bank, N.A. (“Wells Fargo,” collectively with BNY Mellon, Deutsche Bank, U.S. Bank, HSBC Bank USA, N.A. (“HSBC”) and Law Debenture Trust Company of New York (“LDTC”), the “RMBS Trustees”)¹ in their respective capacities as trustees, separate trustees or indenture trustees to the holders (the “Certificateholders”) of certificates, notes or other securities (collectively, the “Certificates”) under certain residential mortgage backed securitization trusts (the “RMBS Trusts”).

5. The RMBS Trustees retained GCG (a) to coordinate and facilitate, at the direction and on behalf of the RMBS Trustees, the dissemination of notices to various Certificateholders in connection with (i) the above-captioned debtors’ (the “Debtors”) June 11, 2012 *Debtors’ Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements* [ECF No. 320] (as amended and supplemented by the *Debtors’ Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements* [ECF No. 1176] and the *Debtors’ Second Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements* [ECF No. 1887], together, the “RMBS 9019 Motion”), (ii) developments with respect to the RMBS 9019 Motion, and (iii) other important events in the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), and (b) to create and maintain a website for Certificateholders that provides contact information for the RMBS Trustees, links to various documents filed in the Chapter 11 Cases, and other important information regarding the Chapter 11 Cases (the “RMBS Trustee Website”).

¹ Although HSBC and LDTC did not retain GCG, they have been included as RMBS Trustees on certain of the Notices (as defined below) sent to Certificateholders by GCG, and GCG has sent certain of the Notices to the Certificateholders of RMBS Trusts for which HSBC and LDTC act as RMBS Trustees, as indicated below.

A. THE RMBS TRUSTEE WEBSITE

6. On August 22, 2012, GCG established the RMBS Trustee Website, www.rescaprmbssettlement.com, to provide Certificateholders and other interested parties with information regarding, and developments with respect to, the RMBS 9019 Motion, and other material events in the Chapter 11 Cases. While the RMBS Trustee Website initially contained mostly information with regard to the RMBS 9019 Motion, it has been expanded since its inception to include significant developments in the Chapter 11 Cases that affect all Certificateholders in the RMBS Trusts, not just those that hold interests in the RMBS Trusts that were subject to the RMBS 9019 Motion.

7. The RMBS Trustee Website contains the following sections:

- (a) Notices. Contains links to each of the notices (the “**Notices**”) that GCG has sent to Certificateholders, as well as any schedules and exhibits referenced in each Notice, including a list of RMBS Trusts affected by each Notice and the security identifiers, also referred to as “CUSIPs”, assigned to the Certificates issued by each listed RMBS Trust. This section also contains links to certain notices that certain of the RMBS Trustees sent to certain Certificateholders and to schedules referenced in such notices.
- (b) List of Settlement Trusts. A list of the RMBS Trusts that are subject to the Plan Support Agreement among the Debtors, Ally Financial Inc., the Creditors’ Committee and certain Consenting Claimants, dated May 13, 2013 [ECF No. 3814] and approved by the Court on June 26, 2013 [ECF No. 4098], the substantive terms of which are incorporated into the Plan. This list has been expanded from the original list that included only those RMBS Trusts that were included in the RMBS 9019 Motion.

- (c) Recent Updates. Contains links to certain recent significant Notices that GCG sent to Certificateholders, as well as links to any related documents referred to in the Notices. This section also contains links to certain recent notices that certain of the RMBS Trustees sent to certain Certificateholders and to schedules referenced in such notices.
- (d) Relevant Bankruptcy Court Documents. Contains links to certain Bankruptcy Court documents that were filed in the Debtors' Chapter 11 Cases, related adversary proceedings, and other related cases that are relevant to the RMBS Trusts and their claims.
- (e) Relevant FGIC Rehabilitation Proceeding Documents. Contains links to certain relevant court documents that were filed in the New York State Supreme Court rehabilitation proceeding of Financial Guaranty Insurance Company (Index No. 401265/2012) (the "**FGIC Rehabilitation Proceeding**"), as well as links to Notices given by the RMBS Trustees regarding the FGIC Rehabilitation Proceeding.
- (f) Relevant Deadlines and Court Hearings. Contains information relevant to, and links to documents concerning, upcoming deadlines and Court hearings involving the RMBS Trusts.
- (g) RMBS Trustee Contact Information. Contact information is provided for BNY Mellon, Deutsche Bank, U.S. Bank and Wells Fargo. (Contact information for HSBS and LBTC is provided in each Notice in which they are included).
- (h) General Contact Information. Lists a GCG email address, *questions@rescaprmbssettlement.com*, and GCG telephone numbers that were

established to address inquiries from Certificateholders and other interested parties.

B. NOTICES

8. To date, GCG caused the following seven Notices to be disseminated to Certificateholders as described below. Each Notice contains a schedule provided by the appropriate RMBS Trustee (attached to the Notice itself and/or available on the RMBS Trustee Website) that lists all the RMBS Trusts affected by the Notice and CUSIPs for all Certificates issued by each listed RMBS Trust.

9. Notice #1 - Time-Sensitive Notice Regarding a Proposed Settlement between Residential Capital, LLC et al., and the Settlement Trusts, dated August 22, 2012 ("8/22/12 Notice"). A copy of the 8/22/12 Notice (without attached schedules and exhibits) may be found at Exhibit PX-1581 for identification and is attached hereto.

(a) On August 21, 2012, GCG emailed the 8/22/12 Notice to The Depository Trust Company ("DTC") for posting on DTC's LENS Notification System.

(b) On August 31, 2012, GCG emailed the 8/22/12 Notice to Broadridge ("Broadridge").

(c) (i) GCG received from Deutsche Bank 178 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Deutsche Bank was a RMBS Trustee, securities administrator, and/or certificate registrar.

(ii) GCG received from U.S. Bank 191 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which U.S. Bank was a RMBS Trustee, securities administrator, and/or certificate registrar.

- (iii) GCG received from Wells Fargo 32 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Wells Fargo was a RMBS Trustee, securities administrator, and/or certificate registrar.
 - (iv) GCG received from BNY Mellon 122 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which BNY Mellon was a RMBS Trustee, securities administrator, and/or certificate registrar.
 - (v) On August 22, 2012, GCG mailed, by first class registered mail, the 8/22/12 Notice to the names and addresses provided by the RMBS Trustees, as set forth in subparagraphs (i) – (iv) above.
- (d) GCG caused the 8/22/12 Notice to be published in *The Wall Street Journal (Global)* and *Financial Times Worldwide* on October 8, 2012 and *The New York Times* on October 2, 2012. The affidavits confirming the publication of the 8/22/12 Notice by the relevant publications may be found at Exhibit PX-1582 for identification and are attached hereto.
- (e) On October 8, 2012, GCG issued the 8/22/12 Notice to the wire service, *PR Newswire*. The confirmation from representatives of *PR Newswire* that the press release was issued may be found at Exhibit PX-1583 for identification and is attached hereto.
- (f) GCG also purchased banner advertisements starting on October 8, 2012 through November 6, 2012 announcing the RMBS 9019 Motion and providing a hyperlink to www.rescaprmbssettlement.com on the following websites: Wall Street Journal

Digital Network (which includes wsj.com, MarketWatch.com, Barrons.com, AllThingsD.com and SmartMoney.com), IHT.com/NYT.com, investors.com, reuters.com, and economist.com. Screenshots of the banner advertisements as they appeared on the foregoing websites may be found at Exhibit PX-1584 for identification and are attached hereto.

10. Notice #2 - Time Sensitive Notice Regarding (a) Order Setting Last Date to File Claims Against Debtors Residential Capital, LLC and Certain of its Direct and Indirect Subsidiaries, and (b) Updates of Matters Relevant to Certain Certificateholders, dated October 17, 2012 (the "10/17/12 Notice"). A copy of the 10/17/12 Notice (without schedules and exhibits) may be found at Exhibit PX-1585 for identification and is attached hereto.

(a) On October 17, 2012, GCG emailed the 10/17/12 Notice to DTC for posting on DTC's LENS Notification System.

(b) On October 17, 2012, GCG emailed the 10/17/12 Notice to Broadridge.

(c) (i) GCG received from Deutsche Bank 356 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Deutsche Bank was a RMBS Trustee, securities administrator, and/or certificate registrar.²

(ii) GCG received from US Bank 368 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which U.S. Bank was a

² The names and addresses, and number of Certificateholders appearing on Deutsche Bank's securities registration books may differ for each Notice depending on how many RMBS Trusts are included on the Notice and trades that occurred after each prior Notice.

RMBS Trustee, securities administrator, and/or certificate registrar.³

(iii) GCG received from BNY Mellon 305 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which The Bank of New York was a RMBS Trustee, securities administrator, and/or certificate registrar.⁴

(iv) GCG received from Wells Fargo 738 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Wells Fargo was a RMBS Trustee, securities administrator, and/or certificate registrar.⁵

(v) On October 24 and 31, 2012, GCG mailed the 10/17/12 Notice by first-class, registered mail to the names and addresses provided by the RMBS Trustees, as set forth in subparagraphs (i) - (iv) above.

11. Notice #3 - Time Sensitive Notice Regarding Sale of Debtors' Servicing Platform to Ocwen dated January 24, 2013 (the "1/24/13 Notice"). A copy of the 1/24/13 Notice (without schedules and exhibits) may be found at Exhibit PX-1586 for identification and is attached hereto.

³ The names, addresses, and number of Certificateholders appearing on U.S. Bank's securities registration books may differ for each Notice depending on how many RMBS Trusts are included in the Notice and trades that occurred after each prior Notice.

⁴ The names, addresses, and number of Certificateholders appearing on BNY Mellon's securities registration books may differ for each Notice depending on how many RMBS Trusts are included in the Notice and trades that occurred after each prior Notice.

⁵ The names, addresses, and number of Certificateholders appearing on Wells Fargo's securities registration books may differ for each Notice depending on how many RMBS Trusts are included in the Notice and trades that occurred after each prior Notice. In addition, where HSBC and LDTC are included as RMBS Trustees giving the Notice, the names and addresses of Certificateholders provided by Wells Fargo include the names and addresses of Certificateholders for those RMBS Trusts for which HSBC acts as trustee or indenture trustee and for which LDTC acts as separate trustee.

- (a) On January 24, 2013, GCG emailed the 1/24/13 Notice to DTC for posting on DTC's LENS Notification System.
- (b) On January 24, 2013, GCG emailed the 1/24/13 Notice to Broadridge.
- (c)
 - (i) As noted in paragraph 10(c)(i) above, in connection with the 10/17/12 Notice, GCG received from Deutsche Bank 356 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Deutsche Bank was a RMBS Trustee, securities administrator, and/or certificate registrar. GCG was instructed to use these same names and addresses for mailing of the 1/24/13 Notice.
 - (ii) GCG received from U.S. Bank 530 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which US Bank was a RMBS Trustee, securities administrator, and/or certificate registrar.
 - (iii) GCG received from BNY Mellon 261 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which BNY Mellon was a RMBS Trustee, securities administrator, and/or certificate registrar.
 - (iv) GCG received from Wells Fargo 244 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Wells Fargo was a RMBS Trustee, securities administrator, and/or certificate registrar.
 - (v) On February 1, 2013, GCG mailed the 1/24/13 Notice by first-class,

registered mail to the names and addresses provided by the RMBS Trustees, as set forth in subparagraphs (i) – (iv) above.

12. Notice #4 - Notice Regarding Closing of Sale of Debtors' Servicing Platform to Ocwen and Update of 9019 Settlement, dated April 8, 2013 (the "4/8/13 Notice"). A copy of the 4/8/13 Notice (without schedules and exhibits) may be found at Exhibit PX-1587 for identification and is attached hereto.

- (a) On April 9, 2013, GCG emailed the 4/8/13 Notice to DTC for posting on DTC's LENS Notification System.
- (b) On April 9, 2013, GCG emailed the 4/18/13 Notice to Broadridge.
- (c) On April 12, 2013, GCG mailed the 4/18/13 Notice by first-class, registered mail to the same names and addresses to which the 1/24/13 Notice was mailed, as described above in paragraph 11(c).

13. Notice #5 - Time Sensitive Notice Regarding (a) Plan Support Agreement Among ResCap Debtors and the RMBS Trustees, Among Others, and (b) Settlement Agreement Among the Debtors, Financial Guaranty Insurance Company and Certain of the RMBS Trustees dated May 24, 2013 (the "5/24/13 Notice"). A copy of the 5/24/13 Notice (without schedules and exhibits) may be found at Exhibit PX-1588 for identification and is attached hereto.

- (a) On May 24, 2013, GCG emailed the 5/24/13 Notice to DTC for posting on DTC's LENS Notification System.
- (b) On May 24, 2013, GCG emailed the 5/24/13 Notice to Broadridge.
- (c) (i) GCG received from Deutsche Bank 202 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Deutsche Bank was a

RMBS Trustee, securities administrator, and/or certificate registrar.

- (ii) GCG received from U.S. Bank 564 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which US Bank was a RMBS Trustee, securities administrator, and/or certificate registrar.
- (iii) GCG received from Wells Fargo 286 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Wells Fargo was a RMBS Trustee, securities administrator, and/or certificate registrar.
- (iv) As noted in paragraph 11(c)(iii), GCG received from BNY Mellon 261 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the Trusts for which BNY Mellon was a RMBS Trustee, securities administrator, and/or certificate registrar. GCG was instructed to use these same names and addresses for mailing of the 5/24/13 Notice.
- (v) On May 24, 2013, GCG mailed, by first class mail, the 5/24/13 Notice to the 1,313 names and addresses provided by the RMBS Trustees,⁶ as set forth in subparagraphs (i) – (iv), above.

14. Notice #6 - Time Sensitive Notice Regarding (a) Approval of Disclosure Statement for ResCap Chapter 11 Plan, and (b) Hearing on Confirmation of Plan, dated August 30, 2013 (the “8/30/13 Notice”). A copy of the 8/30/13 Notice (without schedules and

⁶ On May 24, 2013, Deutsche Bank and BNY Mellon provided 22 and 11 additional names and addresses of Certificateholders, respectively, in supplemental files to GCG. On May 28, 2013, GCG mailed the 5/24/13 Notice to these additional Certificateholders.

exhibits) may be found at Exhibit PX-1589 for identification and is attached hereto.

- (a) On August 30, 2013, GCG emailed the 8/30/13 Notice to DTC for posting on DTC's LENS Notification System.
- (b) On August 30, 2013, GCG emailed the 8/30/13 Notice to Broadridge.
- (c)
 - (i) As noted in paragraph 13(c)(i), GCG received from Deutsche Bank 202 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Deutsche Bank was a RMBS Trustee, securities administrator, and/or certificate registrar. GCG was instructed to use these same names and addresses for mailing of the 8/30/13 Notice. In addition, Deutsche Bank provided 22 additional names and addresses of Certificateholders in supplemental files to GCG.
 - (ii) GCG received from U.S. Bank 564 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which US Bank was a RMBS Trustee, securities administrator, and/or certificate registrar.
 - (iii) As noted in paragraph 13(c)(iii), GCG received from Wells Fargo 286 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the RMBS Trusts for which Wells Fargo was a RMBS Trustee, securities administrator, and/or certificate registrar. GCG was instructed to use these same names and addresses for mailing of the 8/30/13 Notice. In addition, Wells Fargo provided one (1) additional name and address of a

Certificateholder in a supplemental file to GCG.

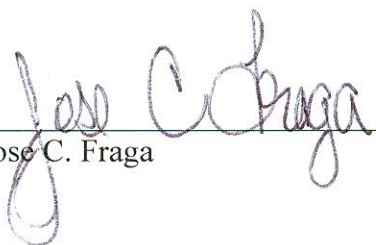
- (iv) As noted in paragraph 11(c)(iii), GCG received from BNY Mellon 261 names and addresses of Certificateholders whose names and address appeared on the securities registration books of the Trusts for which BNY Mellon was a RMBS Trustee, securities administrator, and/or certificate registrar. GCG was instructed to use these same names and addresses for mailing of the 8/30/13 Notice. In addition, BNY Mellon provided 11 additional names and addresses of Certificateholders in supplemental files to GCG.
- (v) On September 5, 2013, GCG mailed, by first class mail, the 8/30/13 Notice to the names and addresses provided by the RMBS Trustees, as set forth in subparagraphs (i)-(iv), above.

15. Notice #7 - Time Sensitive Notice Regarding (a) Hearing on Confirmation of Proposed ResCap Chapter 11 Plan, and (b) Court Approvals of the FGIC Settlement Agreement, dated October 1, 2013 (the "10/1/13 Notice"). A copy of the 10/1/13 Notice (without schedules and exhibits) may be found at Exhibit PX-1590 for identification and is attached hereto.

- (a) On October 1, 2013, GCG emailed the 10/1/13 Notice to DTC for posting on DTC's LENS Notification System.
- (b) On October 1, 2013, GCG emailed the 10/1/13 Notice to Broadridge.
- (c) (i) GCG was instructed by each of Deutsche Bank, U.S. Bank, Wells Fargo and BNY Mellon to use the same names and addresses for mailing of the 10/1/13 Notice as were used in connection with the mailing of the 8/30/13 Notice as set forth in paragraphs 14(c)(i)-(iv), above. On October 3, 2013,

GCG mailed by first class mail the 10/1/13 Notice to such names and addresses.

- (ii) US Bank subsequently provided 22 additional names and addresses of Certificateholders, in a supplemental file to GCG, in connection with the 10/1/13 Notice. These records were mailed on October 9, 2013.
- (iii) Wells Fargo subsequently provided one (1) additional name and address in connection with the 10/1/13 Notice. This record was mailed on October 10, 2013.


Jose C. Fraga

Sworn to before me this
12th day of November 2013


Notary Public

VANESSA M. VIGILANTE
Notary Public, State of New York
No. 01VI8143817
Qualified in Queens County
My Commission Expires 4-17-2014